

Exhibit 9

B 10 Modified (Official Form 10) (1/11)

UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK			PROOF OF CLAIM
Name of Debtor and Case Number: Residential Capital, LLC, Case No. 12-12020			
NOTE: This form should not be used to make a claim for an administrative expense (other than a claim asserted under 11 U.S.C. § 503(b)(9)) arising after the commencement of the case. A "request" for payment of an administrative expense (other than a claim asserted under 11 U.S.C. § 503(b)(9)) may be filed pursuant to 11 U.S.C. § 503.			
Name of Creditor (the person or other entity to whom the debtor owes money or property): The Bank of New York Mellon Trust Company, N.A.			<input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ <i>(If known)</i> Filed on: _____
Name and address where notices should be sent: The Bank of New York Mellon Trust Company, N.A. 6525 West Campus Oval New Albany, OH 43054 Attn: Robert H. Major, Vice President Telephone number: (614) 775-5278 - and - (212) 698 3500 email: robert.major@bnymellon.com; glenn.siegel@dechert.com; mauricio.espana@dechert.com			<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars. 5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. §507 (a)(4). <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5). <input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8). <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(). Amount entitled to priority: \$ _____
Name and address where payment should be sent (if different from above): Telephone number: _____ email: _____			1. Amount of Claim as of Date Case Filed: \$ <u>See addendum.</u> If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.
2. Basis for Claim: See addendum. (See instruction #2)			3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a) 3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable (when case was filed) Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____			
6. Claim Pursuant to 11 U.S.C. § 503(b)(9): Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before May 14, 2012, the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ _____ (See instruction #6)			
7. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #7)			
8. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. (See instruction #8, and the definition of "redacted".) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:			
9. Signature: (See instruction #9) Check the appropriate box. <input checked="" type="checkbox"/> I am the creditor. <input type="checkbox"/> I am the creditor's authorized agent. <input type="checkbox"/> I am the trustee, or the debtor, or their authorized agent. <input type="checkbox"/> I am a guarantor, surety, indorser, or other codebtor. (Attach copy of power of attorney, if any.) (See Bankruptcy Rule 3004.) (See Bankruptcy Rule 3005.) I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief. Print Name: Robert H. Major Title: Vice President Company: The Bank of New York Mellon Trust Company, N.A. Address and telephone number (if different from notice address above): Telephone number: _____ Email: robert.major@bnymellon.com			

COURT USE ONLY

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.



121202013030100000000028

**ADDENDUM TO PROOF OF CLAIM OF
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. AS
TRUSTEE, INDENTURE TRUSTEE, SECURITIES ADMINISTRATOR,
CO-ADMINISTRATOR, PAYING AGENT, GRANTOR TRUSTEE, AND
OTHER AGENCY CAPACITIES**

1. This proof of claim ("Proof of Claim") is asserted by The Bank of New York Mellon Trust Company, N.A. in its capacity as trustee, indenture trustee, securities administrator, co-administrator, paying agent, grantor trustee and/or other similar agencies (in any such capacity, the "Trustee") in respect of certain RMBS Trusts (as defined in paragraph 4 below) for itself in such capacities and on behalf of such RMBS Trusts (collectively, the "Claimant"), against one or more of the debtors in these jointly administered cases (collectively, the "Debtors"), as set forth on Schedule A attached hereto.

2. The obligations of the various Debtors to the Claimant are set forth in, and arise out of, one or more pooling and servicing agreements, highly integrated sets of "servicing agreements," mortgage loan purchase agreements, deposit trust agreements, trust agreements, indentures, asset sale agreements, depositor sale agreements, administration agreements, yield maintenance agreements, prospectuses, and other ancillary transaction documents (collectively, the "Claimant Transaction Documents"). Pursuant to the Claimant Transaction Documents, one or more of the Debtors is obligated to the Claimant in various capacities, including as originator, seller, underlying seller, loan seller, sponsor, depositor, limited repurchase right holder, purchaser, company and similar capacities (in any such capacity, the "Seller"), and as servicer, subservicer, underlying servicer, master servicer, administrator, co-administrator, custodian, back up servicer, HELOC master servicer, depositor with regard to the NIM Trusts (as defined below in paragraph 18), issuer with regard to the NIM Trusts and similar capacities (in any such capacity, the "Servicer").

Chapter 11 Case Background

Bar Date Order

3. Pursuant to the General Bar Date Order,¹ the Bankruptcy Court set November 9, 2012 as the general deadline for filing proofs of claim against the Debtors (the “General Bar Date”). The Bankruptcy Court subsequently extended the General Bar Date to November 16, 2012 at 5:00 p.m. (prevailing eastern time).² Pursuant to paragraph 8 of the General Bar Date Order, proofs of claim asserting claims resulting from the Debtors’ rejection of executory contracts and unexpired leases must be filed by the later of the General Bar Date and thirty (30) days after the entry of an order of rejection (unless the order of rejection provides otherwise).

Claims Stipulations

4. Pursuant to the Claims Stipulations,³ the Trustee, in respect of the RMBS Trusts for which it acts as Trustee, and Deutsche Bank National Trust Association, Deutsche Bank Trust Company Americas, U.S. Bank National Association, Wells Fargo Bank, N.A., and Law Debenture Trust Company of New York (collectively with the Trustee, in their respective capacities as trustees, indenture trustees, securities administrators, and/or master servicers and other agency capacities, the “RMBS Trustees”), each generally in respect of certain mortgage backed securities trusts, whole loan servicing agreements, other trusts, NIM Trusts, and similar arrangements for which at least one of the RMBS Trustees acts (the “RMBS Trusts”) agreed with the Debtors that all claims of each RMBS Trustee on behalf of itself and on behalf of the applicable RMBS Trusts could be asserted by each of the RMBS Trustees in a single proof of claim. Pursuant to the Claims Stipulations, each RMBS Trustee’s single proof of claim would

¹ *Order Establishing Deadline for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof* dated August 29, 2012 (Docket No. 1309) (the “General Bar Date Order”).

² *Order Extending Deadline for Filing Proofs of Claim* dated November 7, 2012 (Docket No. 2093).

³ *Stipulation and Order Permitting Certain Parties to File Proofs of Claim After the Bar Date* dated November 6, 2012 (Docket No. 2095) and the *Stipulation and Order Permitting Law Debenture Trust Company of New York to File Proofs of Claim after the Bar Date* dated November 16, 2012 (Docket No. 2194) (together, the “Claims Stipulations”).

constitute the filing of proofs of claim in each of the applicable Debtors' cases so long as each proof of claim sets forth against each specific Debtor, on a trust-by-trust basis, the amount of such claim (or whether the claim is contingent and/or unliquidated), and the capacity in which the RMBS Trustee is acting in asserting the claim. The Claims Stipulations further provide that no documentation in support of each proof of claim need be filed, and that each proof of claim must be filed on or before March 1, 2013.

9019 Motion

5. On June 11, 2012, the Debtors filed their 9019 Motion,⁴ as subsequently supplemented. In the 9019 Motion, the Debtors seek entry of an order approving the compromise and settlement (the "Repurchase Settlements") of potential mortgage cure, repurchase and substitution claims (the "Buyback Claims") and other Representations and Warranties Claims (as defined in paragraph 29 below) against the Debtors held by certain of the RMBS Trusts (the "Settlement Trusts"), which, if approved by the Bankruptcy Court, would be offered to the Settlement Trusts.

6. Pursuant to the Repurchase Settlements, the Settlement Trusts would be granted an allowed aggregate claim of up to \$8.7 billion against those Debtors that acted as Sellers of mortgage loans (the "Allowed Repurchase Claim"). Under the Repurchase Settlements, the Allowed Repurchase Claim would be allocated among the Settlement Trusts that accept the Repurchase Settlements in accordance with certain formulas set forth in the Repurchase Settlements (as such formulas may be revised, the "Claim Allocation Methodology").

⁴ *Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements* (Docket No. 320), as supplemented by the *Debtors' Supplemental Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements* (Docket No. 1176) and the *Debtors' Second Supplemental Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements* (Docket No. 1887) (collectively, the "9019 Motion").

Final Servicing Order

7. Pursuant to the Final Servicing Order,⁵ the Bankruptcy Court directed the Debtors to continue to perform their servicing obligations in connection with the RMBS Trusts. As set forth in paragraph 18 of the Final Servicing Order, such obligations include, among other things, reimbursing, indemnifying, defending and holding harmless the RMBS Trustees (in their capacities as trustees) and the RMBS Trusts for any liability, loss, or reasonable fees, costs or expenses (including fees and disbursements of the RMBS Trustees' counsel and agents) incurred by the RMBS Trustees in performance of their duties under, and their administration of, the RMBS Trusts or other agencies under the transaction documents relating to the RMBS Trusts (collectively with the Claimant Transaction Documents, the "RMBS Trust Transaction Documents") to the extent required by the RMBS Trust Transaction Documents (the "RMBS Trustee Expense Claims"). The Final Servicing Order provides that RMBS Trustee Expense Claims are to be paid as administrative expense claims under Section 503(b) of the Bankruptcy Code, although the Debtors, the Creditors' Committee and the United States Trustee have thirty (30) days after the submission of each invoice for an RMBS Trustee Expense Claim to object to such claim on the basis of reasonableness.

Sale Order

8. On November 21, 2012, the Bankruptcy Court entered the Sale Order⁶ pursuant to which the Court approved the sale (the "Sale") of the Debtors' servicing platform to Ocwen

⁵ *Final Supplemental Order under Bankruptcy Code Sections 105(a), 362, 363, 502, 1107(a), and 1108 and Bankruptcy Rule 9019 (I) Authorizing the Debtors to Continue Implementing Loss Mitigation Programs; (II) Approving Procedures for Compromise and Settlement of Certain Claims, Litigations and Causes of Action; (III) Granting Limited Stay Relief to Permit Foreclosure and Eviction Proceedings, Borrower Bankruptcy Cases, and Title Disputes to Proceed, and (IV) Authorizing and Directing the Debtors to Pay Securitization Trustee Fees and Expenses* dated July 13, 2012 (Docket No. 774) (the "Final Servicing Order").

⁶ *Order under 11 U.S.C. §§ 105, 363, and 365 and Fed. Bankr. P. 2002, 6004, 6006, and 9019(I) Approving (A) Sale of Debtors' Assets Pursuant to Asset Purchase Agreement with Ocwen Loan Servicing, LLC; (B) Sale of Purchased Assets Free and Clear of Liens, Claims, Encumbrances, and other Interests; (C) Assumption and*

Loan Servicing, LLC ("Ocwen"), including the Debtors' Servicing Obligations (as defined in paragraph 30 below) with respect to the RMBS Trusts. Among other things, the Sale Order authorizes the Debtors to assume and assign to Ocwen only the Debtors' Servicing Obligations (the "Servicing Agreements") under any applicable contracts, but not any obligations of the Debtors to the RMBS Trusts with respect to the origination and sale of mortgage loans including, but not limited to, provisions containing Buyback Claims (the "Origination-Related Provisions").

9. Paragraph 22 of the Sale Order provides that the RMBS Trustees in their capacities as trustees or indenture trustees may assert any cure claims the RMBS Trusts may have relating to pooling and servicing agreements, mortgage loan purchase agreements, indentures, servicing agreements and/or trust agreements assumed and assigned in connection with the Sale (including, without limitation, any claim arising from any argument that the Debtors did not effectively sever the Origination-Related Provisions or that such provisions are not otherwise severable in accordance with applicable law in either case solely as it relates to such claims) (the "RMBS Trust Cure Claims"). The RMBS Trust Cure Claims shall be reserved, and, to the extent allowed, shall have administrative expense priority, subject to the terms and conditions provided in the Scheduling Order (as defined in paragraph 13 below).

10. Paragraph 35.C of the Sale Order provides that, subject to the terms and conditions of the Scheduling Order, the Debtors shall not be relieved of any liability for, and the RMBS Trusts may assert claims against the Debtors for, any losses or liabilities suffered prior to the date of the closing of the Sale (the "Sale Closing Date"), or which may be suffered after the Sale Closing Date, by the RMBS Trusts as a result of any acts or omissions of the Debtors before the Sale Closing Date (any such claims that may be asserted against the Debtors pursuant to

paragraph 35.C of the Sale Order, the “Servicing Damage Claims”). Servicing Damage Claims may be asserted as administrative expense claims by the RMBS Trustees subject to the terms of the Final Servicing Order within the time period for the assertion of cure claims as provided in the Scheduling Order.

11. RMBS Trust Cure Claims and Servicing Damage Claims are referred to herein for convenience as “Cure Claims.”

Scheduling Order

12. The Scheduling Order⁷ provides, among other things, that RMBS Trusts must file a notice of any alleged RMBS Trust Cure Claims no later than sixty (60) days after the Sale Closing Date (the “Cure Claim Deadline”),⁸ provided, however, that if an order has not been entered with respect to the 9019 Motion on or before the Sale Closing Date, the Settlement Trusts, whether or not they have accepted or rejected the Repurchase Settlements, shall have until sixty (60) days (the “9019 Cure Claim Deadline”) after the entry of an order approving or disapproving the 9019 Motion to assert cure claims solely related to any Origination-Related Provisions (the “Origination Related Cure Claims”).⁹

13. Pursuant to the Scheduling Order, all RMBS Trust Cure Claims shall have administrative expense priority except to the extent they exceed the proceeds of the Sale that are attributable to (a) the mortgage servicing rights under the RMBS Trust Transaction Documents for each RMBS Trust (i.e., each RMBS Trust’s allocable portion of the mortgage servicing rights

⁷ *Fourth Revised Joint Omnibus Scheduling Order and Provisions for other Relief Regarding Debtors’ Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements*, dated December 27, 2012 (Docket No. 2528), which amended the *Revised Scheduling Order* (Docket No. 928), the *Second Revised Scheduling Order* (Docket No. 1551) and the *Third Revised Scheduling Order* (Docket No. 1926) (collectively, the “Scheduling Order”).

⁸ The Sale Closing Date occurred on February 15, 2013 and pursuant to the Scheduling Order, the Cure Claim Deadline is April 16, 2013.

⁹ The 9019 Cure Claim Deadline cannot be determined at this time as the hearing on the 9019 Motion is scheduled to begin on March 18, 2013 and no order approving or disapproving the 9019 Motion has yet been entered.

included in the price of the servicing platform) and (b) any unpaid reimbursements for servicer advances owing to the Debtors arising under an RMBS Trust Transaction Document that are subject to an RMBS Trust's valid rights of setoff or recoupment.

14. In addition, the Origination-Related Cure Claims of the Settlement Trusts shall have administrative expense priority except to the extent that, in the aggregate, they exceed the product of (a) the lesser of the aggregate Sale proceeds for all Settlement Trusts or \$600 million, multiplied by (b) the percentage represented by (i) the total dollar amount of unpaid principal balance for the Settlement Trusts that do not accept the Repurchase Settlements, divided by (ii) the total dollar amount of unpaid principal balance for all Settlement Trusts, in each case as of the Sale Closing Date.

15. To the extent that any allowed RMBS Trust Cure Claims or Origination-Related Cure Claims exceed the limitations set forth above in paragraphs 14 and 15, any excess amount shall be treated as general unsecured claims.

Final DIP Financing Order

16. Pursuant to the Final DIP Order,¹⁰ the RMBS Trustees, as trustees, indenture trustees, and master servicers, were granted a superpriority administrative claim pursuant to Bankruptcy Code Section 507(b) to the extent of any diminution in value of their valid setoff rights under Section 553 of the Bankruptcy Code caused as a result of the satisfaction of any amounts the RMBS Trusts owed to the Debtors in respect of unpaid reimbursements for advances made by the Debtors (the "Debtor Receivables") as of the filing dates of the Debtors' chapter 11 cases (the "Petition Date"). With respect to the RMBS Trustees' rights of setoff

¹⁰ *Final Order Pursuant to 11 U.S.C. §§ 105, 362, 363(b)(1), 363(f), 363(m), 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1) and 364(e) and Bankruptcy Rules 4001 and 6004 (I) Authorizing Debtors (A) to Enter Into and Perform Under Receivables Purchase Agreements and Mortgage Loan Purchase and Contribution Agreements Relating to Initial Receivables and Mortgage Loans and Receivables Pooling Agreements Relating to Additional Receivables and (B) to Obtain Post Petition Financing on a Secured Superpriority Basis, and (ii) Granting Related Relief* dated June 25, 2012 (Docket No. 490) (the "Final DIP Order").

against Debtor Receivables generated post-petition and rights of recoupment, the RMBS Trustees' rights are preserved, with the exercise of any such rights postponed until the full repayment of the DIP Obligations (as defined in the Final DIP Order).

Background

Debtors as Sellers

17. The RMBS Trusts in respect of which this Proof of Claim is filed hold assets that are comprised of, among other things, with respect to certain of the RMBS Trusts, pools of mortgage loans and, with respect to those RMBS Trusts that are net interest margin trusts (the "NIM Trusts"), certificates issued by certain RMBS Trusts ("RMBS Certificates").

18. Typically, under the RMBS Trust Transaction Documents, a seller (in some instances, one or more of the Debtors) sells, directly or indirectly to a depositor (in some instances, one or more of the Debtors) mortgage loans that were originated or otherwise acquired by the seller. Under transactions involving pooling and servicing agreements and similar agreements, the depositor pools the mortgage loans and transfers them into one or more RMBS Trusts. With respect to transactions represented by an indenture, the interest in the pools of mortgage loans and related agreements are transferred to another trust ("Other Trust") acting as a special purpose vehicle.

19. Each RMBS Trustee, in its capacity as trustee on behalf of the applicable RMBS Trust holds all right, title and interest to the pool of mortgage loans under the RMBS Trust Transaction Documents for the benefit of the applicable holders of the RMBS Certificates (the "RMBS Holders").

20. Each RMBS Trustee, in its capacity as indenture trustee for a RMBS Trust, is granted a lien on the Other Trusts' assets, which include contract rights and mortgage loan pools,

for the benefit of the holders of the debt securities issued pursuant to the indenture (the “Debt Securities Holders,” and together with the RMBS Holders, the “Securities Holders”).

21. With regard to the mortgage loans that it transfers to the depositor, the Seller makes numerous representations, warranties and covenants (the “Trust Mortgage Loan Representations and Warranties”). The Trust Mortgage Loan Representations and Warranties vary based on the specific RMBS Trust Transaction Documents, but typically pertain to, among other things: (a) the standards and practices used in underwriting each mortgage loan; (b) the creditworthiness of the borrowers on the mortgage loans; (c) the percentage of a mortgage pool which has certain characteristics, such as owner-occupancy and documentation type; (d) the disclosure of information on the mortgage loan tapes; (e) the completeness of each mortgage loan file; (f) the origination of the loans in accordance with applicable federal and state laws; and/or (g) various characteristics of each specific mortgage loan such as loan-to-value ratio, debt-to-income ratio, lien position and whether the property mortgaged is owner-occupied.

22. Generally, if a defect with respect to the Trust Mortgage Loan Representations and Warranties is discovered in any mortgage file that may adversely affect the value of the related mortgage loan, the interests of the RMBS Trustee (as legal owner or pledgee of the mortgage loans) or the Securities Holders, the Seller is required to cure such defect, repurchase the defective mortgage loan, or, subject to certain conditions, substitute a complying mortgage loan for the defective mortgage loan.

23. In addition, the Sellers or Servicers make other representations and warranties, including, but not limited to, representations and warranties related to their due authorization and corporate authority (“Trust Other Representations and Warranties,” and together with the Trust Mortgage Loan Representations and Warranties, the “Trust Representations and Warranties”).

24. The Seller provides indemnities to the depositor and agrees to reimburse the expenses of certain transaction parties, including the RMBS Trustee as trustee of the RMBS Trusts or as indenture trustee. When the depositor transfers the pools of mortgage loans to the RMBS Trust or Other Trust, it also assigns all of its rights in the mortgage loans and under the mortgage loan purchase agreements and other applicable agreements, including the Trust Representations and Warranties, indemnities, and reimbursement obligations to the RMBS Trustee, as trustee or indenture trustee on behalf of the Trusts.

25. Unlike those RMBS trusts that directly own the mortgage loans, the assets of a NIM Trust consist of, among other things, RMBS Certificates. With respect to the NIM Trusts, certain RMBS Holders, including one or more of the Debtors, as sellers, sell, transfer and assign their interest in and to their RMBS Certificates to the NIM Trust, typically through a depositor. To pay for the rights to the RMBS Certificates, securities are issued (including, for example, notes, owner trust certificates and preference shares) (the "NIM Certificates," and collectively with the RMBS Certificates and the Debt Securities, the "Certificates") to investors (the "NIM Holders," and together with the Securities Holders, the "Holders"), which are the beneficiaries of the NIM Trusts. The NIM Holders are entitled, in accordance with the terms of the NIM RMBS Trust Transaction Documents, to receive principal and interest on their NIM Certificates from the income stream generated and secured by the RMBS Certificates that are owned by the NIM Trusts.

26. Under the NIM RMBS Trust Transaction Documents, the seller (including in most instances, the depositor) of the RMBS Certificates makes certain representations, warranties and covenants with respect to, among other things, its corporate standing and the RMBS Certificates (the "NIM Representation and Warranties," and together with the Trust Representation and Warranties, the "Representation and Warranties") and provides indemnities

to, and agrees to reimburse the expenses of, among others, the NIM RMBS Trustee. Breaches of the Debtors' NIM Representations and Warranties can result in the Debtors' having certain cure and repurchase obligations pursuant to the NIM RMBS Trust Transaction Documents relating to the transferred RMBS Certificates.

27. In connection with the RMBS Trusts, one or more of the Debtors, acting as Seller (*e.g., inter alia*, as originators, sellers and/or depositors), sold, either directly or indirectly, mortgage loans into the related RMBS Trusts and sold RMBS Certificates to the NIM Trusts and acted as a depositor with respect to RMBS Certificates.

28. The Trustee, (a) as the trustee of a RMBS Trust, holds, on behalf of the RMBS Trusts, all right, title and interest in the mortgage loans assigned to the RMBS Trusts, (b) as indenture trustee for the Other Trusts, holds a lien on the mortgage loans assigned to the Other Trusts, and, (c) as a trustee of a NIM Trust, holds all right, title and interest in the RMBS Certificates transferred to the NIM RMBS Trustee on behalf of the NIM Trust. In each case, certain Debtor entities made Representations and Warranties, including, where applicable, Trust Mortgage Loan Representations and Warranties, and provided certain indemnities and reimbursement rights, which Representations and Warranties, indemnities and reimbursement rights were ultimately assigned to the RMBS Trusts pursuant to the RMBS Trust Transaction Documents. Breaches by one or more of the Debtors of such indemnification obligations, reimbursement rights, and Representations and Warranties, including, where applicable, Trust Mortgage Loan Representations and Warranties, have given, and may in the future give, rise to claims (the "Representations and Warranties Claims") by the RMBS Trusts and have triggered claims for indemnification rights to reimbursement for, *inter alia*, fees and expenses incurred by the RMBS Trusts, all of which is indicated for the RMBS Trusts on a trust-by-trust basis on Schedule A hereto.

Debtors as Servicers

29. Pursuant to the RMBS Trust Transaction Documents, one or more Debtor entities acts or has acted as servicer for some or all of the mortgage loans held by the RMBS Trusts. As such, the applicable Debtor or Debtors were or are responsible for servicing and administering the mortgage loans on behalf of the RMBS Trusts (the “Servicing Obligations”).

30. Under the RMBS Transaction Documents, such Servicing Obligations include, but are not limited to, the following:

A. to provide monthly servicer reports to the RMBS Trustees which include notification of any defaults in the underlying mortgage loans;

B. to properly advance funds, including to pay all applicable taxes and assessments to the appropriate taxing authority on the entire pool of mortgage loans and to cover any shortfalls from delinquent payments, deposits, reimbursements, remittances, credits, allocations and appropriations;

C. to enforce all terms and conditions of the mortgage loans, which includes foreclosure;

D. to give notice of and enforce Buyback Claims and other Representations and Warranties Claims;

E. to repurchase or substitute defective loans;

F. to perform all indemnification obligations and defense obligations covering all of the RMBS Trust’s and the RMBS Trustee’s liability, loss, cost and expense arising from or related to breaches of the servicing or reporting obligations – including fees and expenses, including but not limited to the RMBS Trustee’s legal fees, and other costs relating to any transfer of the Debtors’ obligations to a successor servicer or otherwise;

G. to execute, deliver, file and record the necessary documents with respect to the satisfaction and discharge of mortgages, and registrations with MERS (Mortgage Electronic Registration Systems, Inc., a system utilized in connection with the registration and tracking of mortgage loans);

H. to coordinate and monitor mortgage loan remittances from mortgagors and other remittances relating to the assets, segregating such funds and avoiding any commingling of funds;

I. to maintain proper levels of coverage on hazard insurance, flood insurance, mortgage insurance, title insurance, fidelity bonds and errors and omissions insurance policies;

J. to maintain all required licenses, approvals, registrations, permits or other authorizations granted by the applicable Governmental Authority or Mortgage Program Sponsor, such as HUD, Fannie Mae, Freddy Mac, Ginnie Mae;

K. to provide accurate loan data, remittance advances, reports on defaulted trust assets, mortgage loans, certificates and any necessary supporting documentation, as applicable, maintain appropriate records and files, and provide notice of any event (including defaults) that will adversely affect the RMBS Trustees, the RMBS Trusts or the Holders;

L. to supervise any and all subservicers that it may contract with, remain obligated and liable for its own conduct or the conduct of subservicers;

M. to perform obligations related to leases of mortgage loans;

N. to satisfy any reporting requirements to the SEC and other agencies and to the extent necessary under the Servicing Agreements, provide data to the SEC and other agencies;

O. to make any and all credits, allocations, remittances, reimbursements of funds according to the procedures set forth in the Servicing Agreements;

P. to act in good faith and comply with the applicable servicing standard of care as set forth in the Servicing Agreements;

Q. to comply with all terms of the Servicing Agreements and compensate the RMBS Trusts for any breach of the Servicing Agreements; and

R. to comply with the requirements for assumption and assignment set forth in the Servicing Agreements, pay for costs associated with the transfer of Servicing Agreements and cooperate in any transfer of the Servicing Agreements.

31. Pursuant to the NIM Trusts, the Debtors as administrators, co-administrators, issuers or depositors generally have obligations to administer the NIM Trusts, including reporting obligations, collecting funds in respect of the RMBS Certificates, making distributions to the NIM Holders, and other performance obligations.

32. Pursuant the Sale Order, the Debtors that performed such Servicing Obligations with respect to the Trusts and administrative functions with respect to the NIM Trusts will be assuming and assigning to Ocwen all of their rights and obligations as Servicer and administrator with respect to substantially all of the RMBS Trusts. While certain of the Servicing Agreements in respect of certain RMBS Trusts were assumed and assigned to Ocwen on the Sale Closing Date, to date, none of the Servicing Agreements that were not assumed and assigned to Ocwen have been rejected.

33. Additionally, the Debtors in their capacities as servicer may have ceased servicing or administering certain RMBS Trusts during the Debtors' Chapter 11 Cases or prior to the Petition Date. Such Debtors may nonetheless have outstanding obligations to the RMBS Trusts that have not yet been paid.

34. All the Servicing Obligations and administration obligations described herein have given, and may give, rise to claims by the RMBS Trusts as a result of the Debtors' failure to comply with such obligations, as indicated on a trust-by-trust basis on Schedule A hereto.

Claims

35. The Claimant is authorized to file this Proof of Claim against one or more of the Debtors for claims (as that term is defined by the Bankruptcy Code) under the applicable Claimant Transaction Documents, applicable law and equity.

36. The obligations that Debtors owe to Claimant upon which this Proof of Claim is based generally include, but are not limited to, those described in more detail below, and as are set forth on a trust-by-trust basis on Schedule A attached hereto.¹¹

Servicing Claims

37. One or more of the Debtors acted as Servicer under the Claimant Transaction Documents for the RMBS Trusts. As set forth above, all Cure Claims resulting from the failure of the Debtors as Servicers to perform their Servicing Obligations under the assumed Servicing Agreements, including the Origination Cure Claims, are to be paid as an expense of administration (except to the extent otherwise provided in the Scheduling Order). Because the Cure Claim Deadline and the 9019 Cure Date Deadline have not yet occurred, the Claimant does not set forth such amounts herein, but makes reference to them as set forth on a trust-by-trust basis on Schedule A hereto. For the avoidance of doubt, Cure Claims include all liabilities of the Servicers, including, but not limited to Indemnification Claims, Fraud/Negligent Misrepresentation Claims, and Other Claims (all as defined below). Claimant hereby asserts such Cure Claims as claims having administrative expense priority, and, to the extent such Cure Claims that are subject to the caps set forth in the Scheduling Order (as discussed in paragraph 14 and 15 above), exceed such caps, as general unsecured claims.

38. In addition to the Cure Claims against one or more of the Debtor entities as Servicer in connection with the Sale, prior to the filing of the Debtors' Chapter 11 cases or during the administration of the Chapter 11 cases, one or more of the Servicers may have ceased

¹¹ Certain RMBS Trusts are insured by monoline insurers, including those listed on Schedule B attached hereto. For RMBS Trusts that are insured by monoline insurers, this Proof of Claim includes additional claims, if any, that Claimant may assert under the applicable Claimant Transaction Documents relating to monoline insurance.

servicing functions with respect to certain RMBS Trusts as a result of such Debtors having transferred their servicing obligations to successor servicers, the Debtors' rejection of Servicing Agreements, or otherwise. Pursuant to the Claimant Transaction Documents governing the Debtors' servicing obligations, the Servicer may have outstanding obligations to the Claimant in connection with such Servicing Agreements (collectively, the "Transferred Servicing Claims"). For the avoidance of doubt, Transferred Servicing Claims include all liabilities of the Servicers, including, but not limited to Indemnification Claims, Fraud/Negligent Misrepresentation Claims, and Other Claims (all as defined below). Claimant asserts claims in respect of such Transferred Servicing Claims, as set forth on a trust-by-trust basis on Schedule A hereto.

39. Further, to the extent that the Servicers may in the future reject certain Servicing Agreements with respect to the RMBS Trusts, the Claimant asserts that the RMBS Trusts may have both administrative priority and unsecured claims for damages caused by such rejection. Such rejection damages may arise from breaches of contract similar in nature to those asserted as Cure Claims with respect to the Servicing Agreements assumed and assigned by the Servicing Debtors. Upon the rejection, if any, of the Servicing Agreements related to the RMBS Trusts, the Claimant will amend this Proof of Claim to assert any such damages.

Representations and Warranties Claims

40. Claimant asserts this Proof of Claim against the Seller for any and all Representations and Warranties Claims relating to, among other things, the Seller's due authorization and corporate capacity, the mortgage loans transferred to the RMBS Trusts and the RMBS Certificates transferred to the NIM Trusts, and any and all cure and substitution obligations and Buyback Claims resulting from such breaches.

41. The responsible Debtor entities are liable to the Claimant, in an unliquidated amount, for all liabilities, losses, costs and expenses arising from the Representations and Warranties Claims (including the costs and expenses of enforcement of these obligations).

42. As set forth above, pursuant to the 9019 Motion, the Debtor has proposed to settle the RMBS Trustees' Representations and Warranties Claims with respect to the Settlement Trusts for the \$8.7 million Allowed Repurchase Claim, to be allocated in accordance with the Claims Allocation Methodology. Duff & Phelps, LLC, the financial advisor retained by the RMBS Trustees to evaluate, among other things, the amount of the Allowed Repurchase Claim offered in the Repurchase Settlements, has confirmed that the \$8.7 billion Allowed Repurchase Claim falls within a reasonable range as a settlement amount for all the Settlement Trusts with respect to their Representations and Warranties Claims against the Debtors.¹² Therefore, as set forth on Schedule A hereto, for each RMBS Trust that is a Settlement Trust, whether or not the 9019 Motion is approved by the Court, or whether or not a Settlement Trust ultimately accepts the Repurchase Settlements, the Claimant asserts a Representations and Warranties Claim for an amount not less than its allocable portion of the Allowed Repurchase Claim of \$8.7 billion.¹³

43. To the extent an RMBS Trust is not identified as a Settlement Trust, the Claimant asserts a Representations and Warranties Claim, as set forth on a trust-by-trust basis on Schedule A hereto, in an unliquidated amount to be determined by utilizing a methodology similar to the Claims Allocation Methodology used for allocating the Allowed Repurchase Claim among the Settlement Trusts.

¹² See *RMBS Trustee's Statement Regarding Debtors' Motion Pursuant to Fed.R. Bankr. P. 9019 For Approval of RMBS Trust Settlement Agreement*, dated December 14, 2012 and filed on February 4, 2013 (Docket No. 2833).

¹³ The Debtors' actual liability for the Representation and Warranties Claims for the Settlement Trusts could be much higher than the \$8.7 billion settlement amount if the 9019 Motion is approved fixing a higher amount for the Allowed Repurchase Claim, or if the 9019 Motion is not approved by the Court.

Indemnification Claims

44. Claimant has been damaged by virtue of the Debtors' defaults and breaches with respect to the Debtors' obligations under the Claimant Transaction Documents resulting, as set forth above, in Cure Claims, Transferred Servicing Claims, and in Representations and Warranties Claims. Without limiting the generality of the foregoing, the Claimant has incurred, and will continue to incur, significant legal and other expenses enforcing the Claimant Transaction Documents, including, but not limited to, defending against borrower counterclaims arising from breaches or alleged breaches of the terms and conditions of the mortgage loans owned by the RMBS Trusts, and lawsuits commenced by state and local governments, municipalities and other regulatory agencies related to the Debtors' acts and omissions as Servicer, and in connection with enforcing the payment of such Claims.

45. Pursuant to the Claimant Transaction Documents, the Debtors as Servicers and Sellers have agreed to indemnify and hold harmless the Claimant against any losses, claims, expenses or damages, including legal fees and related costs (including fees and expenses of Claimant's counsel), arising out of or based upon, among other things, any Representations and Warranties Claims or servicing obligation breach (collectively, the "Indemnification Claims").

46. Pursuant to the Final Servicing Order, the Debtors as Servicer have agreed to reimburse and indemnify the Claimant for any liability, loss, or reasonable fees, cost or expense (including fees and disbursements of the Trustee's counsel or agents) incurred by the Trustee in performance of its duties, the administration of its duties, or the administration of the RMBS Trusts to the extent required under the Claimant Transaction Documents, as administrative claims under Section 503 of the Bankruptcy Code.

47. Likewise, under paragraph 35.C of the Sale Order, the Debtors remain obligated to pay the RMBS Trustees' expenses as administrative expense claims under section 503(b) of the Bankruptcy Code, subject to the terms of the Final Servicing Order.

48. Such Indemnifications Claims accrued prior to, and have been accruing since, the Petition Date and will continue to accrue. To date, the Debtors have paid certain invoices that the Trustee has submitted after the Petition Date pursuant to the Final Servicing Order or the Sale Order. The Trustee will continue to submit invoices for the payment of such amounts as set forth in the Final Servicing Order and the Sale Order. However, should the Debtors fail to pay any such invoices, Claimant hereby asserts an administrative expense claim for such amounts. All Indemnification Claims are set forth on a trust-by-trust basis on Schedule A hereto.

Fraud/Negligent Misrepresentation Claims

49. The Claimant alleges that, to the extent a Seller of mortgage loans to the RMBS Trusts and the RMBS Certificates to the NIM Trusts knew or should have known of certain breaches of the Representations and Warranties, including that, at the time the Seller transferred the mortgage loans to certain of the RMBS Trusts and the RMBS Certificates to the NIM Trusts, it knew that the mortgage loans did not comply with the Representations and Warranties, the Claimant has a claim for common law fraud and/or negligent misrepresentation ("Fraud/Negligent Misrepresentation Claims"). Such claims are measured by the impact, if any, of such breaches on the cash flows to the RMBS Trusts. Such claims are asserted against the Debtors as set forth on a trust-by-trust basis on Schedule A hereto.

Alter Ego and Veil Piercing Claims

50. On information and belief, Claimant asserts claims against Residential Capital LLC ("Holdco") and other Debtors based on theories of alter ego, "piercing the corporate veil,"

or any similar theories in amounts equal to the amounts of the claims asserted against the Debtors as set forth on Schedule A hereto (the "Alter Ego Claims"). As regards Holdco, upon information and belief, Holdco's primary income was derived from its Debtor affiliates' securitization activities, including the sale of mortgage loans to the RMBS Trusts for which the Trustee acts and fees generated by those Debtor affiliates as Servicer of the RMBS Trusts. Upon information and belief, Holdco, through its dominion and control of the other Debtors, stripped assets from those Debtors and caused them to assume and incur financial liabilities. Because Holdco operated such subsidiary Debtors as its alter ego and each did not operate independently of Holdco, the corporate veil between Holdco and the other Debtors should be pierced, making Holdco liable to the Claimant for the same claims asserted against the other Debtors. As regards Debtors other than Holdco, upon information and belief, the mortgage origination and servicing businesses of such Debtors were operated on an integrated basis in a manner that may have failed to honor the separate legal and financial duties of each entity involved in the RMBS Trust transactions. Claimant is continuing to investigate the relevant facts and circumstances to determine the nature and extent of these claims. Claimant asserts such Alter Ego Claims, on information and belief, for each of the RMBS Trusts listed on Schedule A hereto.

Setoff and Recoupment Rights

51. Claimant has setoff rights under New York common and statutory law (which governs substantially all of the Claimant Transaction Documents) (N.Y. DEBT & CRED. LAW § 151) which are preserved under Section 553(a) of the Bankruptcy Code. Pursuant to such setoff rights, Claimant may setoff the claims of the RMBS Trusts for which the Trustee acts (which are indebtedness of the Debtors to those RMBS Trusts) against reimbursement for advances (which are indebtedness of those RMBS Trusts to the Debtors) or any other amounts those RMBS Trusts owe to the Debtors, including servicing fees.

52. Claimant also has rights of recoupment under New York law whereby cross demands arising out of the same transaction between an RMBS Trust for which the Trustee acts and a Debtor are applied to offset one another with only the balance to be recovered by Claimant.

53. Pursuant to the Final DIP Order, the Claimant's setoff and recoupment rights have been preserved. By this claim, Claimant specifically asserts the right to exercise such setoff and recoupment rights against the Debtors in order to satisfy the claims of each of the RMBS Trusts listed on Schedule A hereto.

Other Claims

54. Claimant may have additional claims arising under and relating to the Claimant Transaction Documents separate from the Cure Claims, Representations and Warranties Claims, Transferred Servicing Claims, Indemnification Claims, Fraud/Negligent Misrepresentation Claims, and Alter-Ego Claims (collectively, "Other Claims"), that are preserved and asserted herein as set forth on a trust-by-trust basis on Schedule A hereto.

Miscellaneous

55. This Proof of Claim is filed under compulsion of the bar date established under the Claims Stipulations and is filed to protect the Claimant from forfeiture by reason of said bar date. This Proof of Claim is based on all the Debtors' obligations under all of the Claimant Transaction Documents with respect to the RMBS Trusts for which the Trustee acts and encompasses and includes all obligations and indemnities under the Claimant Transaction Documents and such RMBS Trusts, including those obligations, indemnities, RMBS Trusts and Debtors that are not specifically listed or referenced herein or on Schedule A, in connection with which Claimant is in the process of completing its due diligence.

56. To date, the Debtors have not, to the best knowledge of the Claimant, rejected any of the Claimant Transaction Documents that are executory contracts. Accordingly, under the

General Bar Date Order and the Claims Stipulations, the bar date for filing a Proof of Claim in respect of damages owing as a result of the rejection of such contracts will be 30 days after the date after the entry of an order authorizing the rejection of such contracts (unless such order provides otherwise). Nothing asserted herein is intended to be, or shall be, a waiver of any claim against the Debtors for damages caused by rejection of executory contracts and Claimant reserves the right to amend this Proof of Claim, including, without limitation, the right to add, supplement or amend any claims arising under such contracts.

57. By executing and filing this Proof of Claim, Claimant does not waive any rights, remedies, liens, interests, priorities, protections, claims, or any other rights to any security or any other rights with respect to any claim that Claimant has or may have against Debtors or any other person or persons. The filing of this Proof of Claim is not intended and should not be deemed or construed to be an election of remedies or waiver of any past, present or future defaults or events of default under the Claimant Transaction Documents.

58. Except as set forth herein, the claims asserted herein are not subject to any setoff or counterclaim, and no judgment has been rendered on the claims. The amount of all payments made prior to the Petition Date, if any, have been credited and deducted.

59. Claimant reserves its right to replace, restate, amend and/or supplement this Proof of Claim, to file additional proofs of claim or further pleadings for additional claims, and to assert any and all other claims, actions, defenses, setoffs, recoupments, rights or remedies of whatever kind or nature that it currently has, or may have in the future against the Debtors and/or any subsidiary or affiliate thereof, or any other person, including without limitation, rights against guarantors, officers and directors, and other creditors of the Debtors at law or in equity, including but not limited to, administrative or other priority claims, the right to seek adequate protection, rejection damage claims, future Representations and Warranties Claims, Cure Claims,

Transferred Servicing Claims, setoff and recoupment rights, lien rights, interest, and the right to assert claims that are otherwise warranted in any related actions. The filing of this Proof of Claim shall not be deemed a waiver of, or other limitation on, any such claims, actions, defenses, setoffs, recoupments, rights or remedies and such claims, actions, defenses, setoffs, recoupments, rights and remedies are expressly reserved.

60. The filing of this Proof of Claim is not intended to be, and nothing contained in this Proof of Claim shall be deemed or construed as: (a) a consent by Claimant to the jurisdiction of the Bankruptcy Court or any other court with respect to the subject matter of this Proof of Claim, any objection or other proceeding, if any, commenced in any case against, or otherwise involving Claimant, (b) a waiver or release of, or any limitation on Claimant's right to trial by jury in the Bankruptcy Court or any other court in any proceeding; (c) a consent by Claimant to trial by jury as to any and all matters so triable herein or in any case, controversy, or proceeding related hereto pursuant to 28 U.S.C. §157(e) or otherwise, (d) a waiver or release of, or any other limitation on, Claimant's or rights to have any orders entered in non-core matters only after *de novo* review by the United States District Court; (e) a waiver of, or any other limitation on, Claimant's right to (i) move to withdraw the reference, or otherwise challenge the jurisdiction of this Court with respect to any matter, including any matter relating to this Proof of Claim or any objection or other proceeding commenced in this case against or otherwise involving Claimant, or (ii) assert that the reference has already been withdrawn with respect to the subject matter of this Proof of Claim, any objection or other proceeding commenced in this case against or otherwise involving Claimant, (f) a waiver of the rights and remedies against any person or entity who may be liable for all or a part of the claims set forth herein, whether an affiliate or guarantor of the Debtors or otherwise, (g) an admission by the Claimant that any property held by the Debtors (or any subsidiaries or affiliates thereof) is property of any of the Debtors' estates, or (h)

a waiver or release of, or any other limitation on, Claimant's right to assert that any portion of the claims asserted herein or any other claims are entitled to treatment as priority claims, including under sections 503(b) and 507(a)(1) of the Bankruptcy Code.

61. Claimant specifically preserves all of its procedural and substantive defenses and rights with respect to any claim or counterclaim, including, but not limited to, with respect to jurisdictional issues, that may be asserted against Claimant by the Debtors, any of its successors or assigns or by any bankruptcy trustee for the Debtors' estates.

62. Claimant asserts that any funds, property or collateral held by any RMBS Trust listed on Schedule A hereto or certain funds or property held by the Debtors relating to the Claimant Transaction Documents are not property of the Debtors' estates but are property of the RMBS Trusts or other parties having a beneficial interest therein and that the possession or assertion of rights over such funds, property or collateral by the Debtors do not transform such funds, property or collateral into property of the Debtors' estates and therefore the Debtors have no legitimate legal right to hold or to prevent the transfer of such funds, property, collateral or the proceeds thereof to third parties under the terms of the relevant documents.

63. The Holders may make or have made separate claims against the Debtors or their affiliates that are not indicated in this Proof of Claim and nothing contained herein shall prejudice such claims or be construed as a waiver of any rights or remedies of the Holders under the Claimant Transaction Documents.

64. Other non-Debtor parties to the RMBS Trusts for which the Trustee acts, including, without limitation, securities underwriters, depositors, loan servicers, certificate insurers, the monoline insurers, and investors, may file proofs of claim in these cases relating to the Claimant Transaction Documents, that may be duplicative of, or supplemental to, the claims stated herein (the "Third Party Trust Related Claims"). To the extent that such Third Party Trust

Related Claims are property of such RMBS Trusts, Claimant incorporates such Third Party Trust

Related Claims herein by reference.

65. Notices regarding this Proof of Claim should be sent to:

The Bank of New York Mellon Trust Company, N.A.
Robert H. Major, Vice President
6525 West Campus Oval
New Albany, OH 43054
Telephone (614) 775-5278
robert.major@bnymellon.com

-and-

The Bank of New York Mellon
Martin Feig, Vice President
101 Barclay Street; 8 West
New York, NY 10286
Telephone (212) 815-5383
martin.feig@bnymellon.com

-and-

DECHERT LLP
Glenn E. Siegel
Mauricio A. Espana
1095 Avenue of the Americas
New York, NY 10036-6797
Telephone (212) 698-3500
glenn.siegel@dechert.com

SCHEDULE A

The following applies for all claims listed in this Schedule A.

1. All terms not defined on this Schedule A shall have the meanings ascribed to them in the Addendum to this Proof of Claim. Each specific Debtor capacity as regards each RMBS Trust is listed to the extent such specific capacities are known to the Claimant. Such listings are not exclusive and may not indicate each and every capacity in which the listed Debtors have acted, and the failure to list any capacity does not exclude a claim based on the other capacities in which the Debtors have acted. Claimant reserves the right to amend this Proof of Claim to assert such other Debtor capacities.
2. Settlement Trusts will be indicated by the name of the RMBS Trust followed by “(S)”.
3. For purposes of this Schedule A the following definitions apply to the Debtor entities: “Holdco” shall mean Residential Capital, LLC, “GMACM” shall mean GMAC Mortgage LLC (f/k/a GMAC Mortgage Corporation), “RFC” shall mean Residential Funding Company, LLC (f/k/a Residential Funding Corporation), “HF” shall mean Homecomings Financial LLC; “RAMP” shall mean Residential Asset Mortgage Products, Inc., “RFMSI” shall mean Residential Funding Mortgage Securities I, Inc., “RFMSII” shall mean Residential Funding Mortgage Securities II, Inc., “RFCAHII” shall mean RFC Asset Holdings II, LLC, “RASC” shall mean Residential Asset Securities Corporation, “RALI” shall mean Residential Accredited Loans, Inc., “RFS” shall mean Residential Funding Securities LLC, or as otherwise defined herein. For the purposes of this Schedule A, any predecessors to the Debtor entities listed on Schedule A are included in the definition for each Debtor.
4. For purposes of this Schedule A the following definitions apply: “Cure” shall mean Cure Claim, including Origination-Related Cure Claims, “TS” shall mean Transferred Servicing Claim, “IC” shall mean Indemnification Claim, “RW” shall mean a Representations and Warranties Claim that does not include a Buyback Claim, “RWB” shall mean a Representations and Warranties Claim that includes a Buyback Claim; “F/NM” shall mean Fraud/Negligent Misrepresentation Claim, and “Other” shall mean Other Claim. Cure Claims are asserted as administrative expense claims to the extent they are subject to the caps set forth in the Scheduling Order and general unsecured claims to the extent they exceed such caps. TS Claims are asserted as administrative expense claims to the extent such claims became due and owing after the Petition Date. IC claims are asserted as administrative expense claims.
5. For purposes of this Schedule A the following definitions apply in connection with the amounts of Claims asserted: “APAR” means no less than allocable portion of Allowed Repurchase Claim, or, if the 9019 Motion is not approved or is approved fixing a higher amount for the Allowed Repurchase Claim, an unliquidated or a contingent and unliquidated claim, and “C/U” means unliquidated or contingent and unliquidated.
6. For purposes of this Schedule A the following claims are asserted in the following amounts: all Settlement Trust RWB claims are asserted in the amount of APAR; and all other claims are asserted as C/U claims.

7. Claimant asserts its right to exercise its setoff and recoupment rights in respect of all claim amounts for each RMBS Trust listed on Schedule A.

8. Claimant asserts, on information and belief, any and all Alter Ego Claims against Holdco and/or any of the other Debtors in amounts equal to the total amount of the claims asserted by Claimant in respect of each RMBS Trust.

9. For each RMBS Trust for which RFC is indicated as Seller, the Claimant asserts, on information and belief, APAR or C/U claims, as applicable, for RW, RWB, IC and F/NM against GMACM and HF as additional Sellers with respect to loans sold by each of them to RFC for re-sale to such RMBS Trust.

10. For each RMBS Trust for which GMAC Bank, an affiliate thereof, or an affiliate of GMACM and/or RFC is described as a Seller under the Claimant Transaction Documents, the Claimant asserts, on information and belief, APAR or C/U claims, as applicable, for RW, RWB, IC and F/NM against those entities as additional Sellers, to the extent to which they are Debtors and with respect to loans sold or originated by each of them and that are included in such RMBS Trust.

11. Certain of the RMBS Trusts listed herein may also be listed on proofs of claim filed by other entities (including other RMBS Trustees) in capacities other than the Trustee's capacity as set forth herein.

12. To the extent Claimant has not yet completed its due diligence, Claimant reserves its right to amend this Schedule A to add other Debtors, other RMBS Trusts, and additional Claims.

Name of Securitization Trust	Claimant Capacity	Debtor/Capacity	Type of Claim
American Home 2004-4	Trustee		RW & RWB
			IC
			F/NM
			Other
		GMACM/HELOC Master Servicer	Cure
Bear Stearns 2003-AC3	Trustee		RW & RWB
			IC
			F/NM
			Other
		GMACM/Servicer	Cure
Bear Stearns Alt-A Sec. Trust 2004-4	Trustee		RW & RWB
			IC
			F/NM
			Other
		GMACM/Servicer	Cure
Bear Stearns Alt-A Sec. Trust 2004-6	Trustee		RW & RWB
			IC
			F/NM
			Other
		GMACM/Servicer	Cure
Bear Stearns Alt-A Securities Trust 2004-12	Trustee		RW & RWB
			IC
			F/NM
			Other
		GMACM/Servicer	Cure
Bear Stearns Alt-A Trust 2003-1	Trustee		RW & RWB
			IC
			F/NM
			Other
		GMACM/Servicer	Cure
Bear Stearns Alt-A Trust 2005-10	Trustee		RW & RWB
			IC
			F/NM
			Other
		GMACM/Servicer	Cure
Bear Stearns Alt-A Trust			RW & RWB

2005-3	Trustee		IC
			F/NM
		GMACM/Seller	Other
		GMACM/Service	Cure
Bear Stearns Alt-A Trust 2005-4	Trustee		RW & RWB
			IC
			F/NM
			Other
Bear Stearns Alt-A Trust 2005-5	Trustee		Cure
		GMACM/Service	
		RFC/Service	
Bear Stearns Alt-A Trust 2006-1	Trustee		RW & RWB
			IC
			F/NM
			Other
Bear Stearns Arm Trust 2001-4	Trustee		Cure
		GMACM/Service	
Bear Stearns Arm Trust 2002-11	Trustee		RW & RWB
			IC
			F/NM
			Other
Bear Stearns Arm Trust 2003-1	Trustee		Cure
		GMACM/Service	
Bear Stearns Arm Trust 2003-3	Trustee		RW & RWB
			IC
			F/NM
			Other
Bear Stearns Arm Trust	Trustee		Cure
		GMACM/Service	

2003-4	Trustee		IC
			F/NM
		GMACM/Seller	Other
		GMACM/Service	Cure
Bear Stearns Arm Trust 2003-5	Trustee		RW & RWB
			IC
		GMACM/Seller	F/NM
		GMACM/Service	Other
Bear Stearns Arm Trust 2003-6	Trustee		Cure
			RW & RWB
			IC
		GMACM/Seller	F/NM
Bear Stearns Arm Trust 2003-7	Trustee		Other
		GMACM/Service	Cure
			RW & RWB
			IC
Bear Stearns Asset Backed Securities 2003-AC4	Trustee		F/NM
			Other
		GMACM/Service	Cure
			RW & RWB
Bear Stearns Asset Backed Securities Trust 2006-SD2	Trustee		IC
			F/NM
		GMACM/Service	Other
			Cure
CS First Boston Mortgage Securities Corp. 2003-23	Trustee		RW & RWB
			IC
		GMACM/Seller	F/NM
		GMACM/Service	Other
FIRST MATRIX RM TRUST 2003	Trustee		Cure
			RW & RWB
		GMAC Commercial Holdings Capital Corp./Seller	IC
			F/NM
GMACM 2001-HLTV1			Other
			Cure

			IC
		RAMP/Depositor	F/NM
		GMACM/Seller	Other
	Trustee	GMACM/Master Servicer	Cure
GMACM 2010-1			RW & RWB
			IC
			F/NM
		GMACM/Seller	Other
	Trustee	GMACM/Servicer	Cure
GMACM Home Equity Loan Trust 2006-HE1 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		GMACM/Seller	Other
	Trustee	GMACM/Master Servicer	Cure
GMACM Home Equity Loan Trust 2006-HE2 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		GMACM/Seller	Other
	Trustee	GMACM/Master Servicer	Cure
GMACM Home Equity Loan Trust 2006-HE3 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		GMACM/Seller	Other
	Trustee	GMACM/Master Servicer	Cure
GMACM Home Equity Loan Trust 2006-HE5 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		GMACM/Seller	Other
	Trustee	GMACM/Master Servicer	Cure
GMACM Home Equity Loan Trust 2007-HE2 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		GMACM/Seller	Other
	Trustee	GMACM/Master Servicer	Cure
GMACM Home Equity Loan Trust 2007-HE3 (S)			RW & RWB
			IC
			F/NM
		RAMP/Depositor	Other
	Trustee	GMACM/Master Servicer	Cure
GMACM Home Loan Trust			RW & RWB

2001-HE2	Trustee		IC
			F/NM
		GMACM/Seller	Other
		GMACM/Servicer	Cure
GMACM Home Loan Trust 2001-HE3	Trustee		RW & RWB
			IC
		GMACM/Seller	F/NM
		GMACM/Servicer	Other
GMACM Home Loan Trust 2001-HLTV2	Trustee		Cure
			RW & RWB
		RAMP/Depositor	IC
		GMACM/Seller	F/NM
GMACM Home Loan Trust 2002-HLTV1	Trustee		Other
		GMACM/Master Servicer	Cure
			RW & RWB
			IC
GMACM Home Loan Trust 2004-HLTV1 (S)	Trustee	RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
			RW & RWB
GMACM Home Loan Trust 2006-HLTV1 (S)	Trustee		IC
		RAMP/Depositor	F/NM
		GMACM/Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2003-AR1	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
GMACM Mortgage Loan Trust 2003-AR2	Trustee	GMACM/Master Servicer	Cure
			RW & RWB
		RAMP / Depositor	IC

	Trustee	GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2003-GH1	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2003-GH2	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2003-J10	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2003-J5	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2003-J6	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2003-J7	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2003-J8	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2003-J9	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other

	Trustee	GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2004-AR1 (S)	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2004-AR2 (S)	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2004-GH1 (S)	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2004-J1 (S)	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2004-J2 (S)	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2004-J3 (S)	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2004-J4 (S)	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2004-J5 (S)	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure

GMACM Mortgage Loan Trust 2004-J6 (S)	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2005-AR1 (S)	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2005-AR2 (S)	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan Trust 2006-AR2 (S)	Trustee		RW & RWB
			IC
		RAMP / Depositor	F/NM
		GMACM / Seller	Other
		GMACM/Master Servicer	Cure
GMACM Mortgage Loan TrustT 2004-JR1	Trustee		RW & RWB
			IC
		RAMP/Depositor	F/NM
		GMACM/Seller	Other
		GMACM/Master Servicer	Cure
GSMPS Mortgage Loan Trust 2003-2	Trustee		RW & RWB
			IC
			F/NM
			Other
		GMACM/Servicer	Cure
GSMPS Mortgage Loan Trust 2005-LT1	Trustee		RW & RWB
			IC
			F/NM
		GMACM/Seller	Other
		GMACM/Servicer	Cure
GSR 2003-2	Trustee		RW & RWB
			IC
			F/NM
			Other
		GMACM/Servicer	Cure
GSR 2003-2F			RW & RWB

			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
GSRPM 2002-1			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM (succeeding Fairbanks Capital Corp.) /Servicer	Cure
GSRPM 2003-1			RW & RWB
			IC
			F/NM
		GMACM/Seller	Other
	Trustee	GMACM /Servicer	Cure
GSRPM 2003-2			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
GSRPM 2004-1			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
Home Equity Loan Trust 2001-HS3			RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
Home Equity Loan Trust 2002-HS3			RW & RWB
			IC
		RAMP/Depositor	F/NM
		GMACM/Seller	Other
	Trustee	GMACM/Master Servicer	Cure
Home Equity Loan Trust 2003-HI3			RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other

	Trustee	RFC/Master Servicer	Cure
Home Equity Loan Trust 2003-HI4	Trustee	RFMSII/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
		RFC/Master Servicer	Cure
Home Equity Loan Trust 2003-HS1	Trustee	RFMSII/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
		RFC/Master Servicer	Cure
Home Equity Loan Trust 2003-HS2	Trustee	RFMSII/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
		RFC/Master Servicer	Cure
Home Equity Loan Trust 2003-HS3	Trustee	RFMSII/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
		RFC/Master Servicer	Cure
Home Equity Loan Trust 2003-HS4	Trustee	RFMSII/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
		RFC/Master Servicer	Cure
Home Equity Loan Trust 2004-HS1 (S)	Trustee	RFMSII/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
		RFC/Master Servicer	Cure
Home Equity Loan Trust 2004-HS2 (S)	Trustee	RFMSII/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
		RFC/Master Servicer	Cure
Home Equity Loan Trust 2004-HS3 (S)	Trustee	RFMSII/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
		RFC/Master Servicer	Cure
Home Equity Loan Trust			RW & RWB

2005-HS1 (S)	Trustee		IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
		RFC/Master Servicer	Cure
Home Equity Loan Trust 2005-HS2 (S)	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
Home Equity Loan Trust 2005-HSA1 (S)	Trustee		
		RFC/Master Servicer	Cure
Home Equity Loan Trust 2006-HSA2 (S)	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
Home Equity Loan Trust 2006-HSA3 (S)	Trustee		Cure
		RFC/Master Servicer	
Home Equity Loan Trust 2006-HSA3 (S)	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
Home Equity Loan Trust 2006-HSA4 (S)	Trustee		Cure
		RFC/Master Servicer	
Home Equity Loan Trust 2006-HSA5 (S)	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
Home Loan Trust 1998-	Trustee		Cure
		RFC/Master Servicer	
			RW & RWB

HI2	Trustee		IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
		RFC/Master Servicer	Cure
Home Loan Trust 1999-HI1	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
Home Loan Trust 1999-HI4	Trustee		
		RFC/Master Servicer	Cure
Home Loan Trust 1999-HI6	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
Home Loan Trust 1999-HI8	Trustee		Cure
		RFC/Master Servicer	Cure
Home Loan Trust 2000-HI1	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
Home Loan Trust 2000-HI2	Trustee		Cure
		RFC/Master Servicer	Cure
Home Loan Trust 2000-HI3	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
Home Loan Trust 2000-	Trustee	RFC/Master Servicer	Cure
Home Loan Trust 2000-		Residential Funding	RW & RWB

HI4	Trustee	Mortgage Securities II, Inc./Depositor	IC
		RFC/Seller	F/NM
		RFC/Master Servicer	Other
			Cure
Home Loan Trust 2000- HI5	Trustee		RW & RWB
		RFMSII/Depositor	IC
		RFC/Seller	F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
Home Loan Trust 2000- HL1	Trustee		RW & RWB
			IC
		RAMP/Depositor	F/NM
		RFC/Seller	Other
		RFC/Master Servicer	Cure
Home Loan Trust 2001- HI1	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
		RFC/Master Servicer	Cure
Home Loan Trust 2001- HI2	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
		RFC/Master Servicer	Cure
Home Loan Trust 2001- HI3	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
		RFC/Master Servicer	Cure
Home Loan Trust 2001- HI4	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
		RFC/Master Servicer	Cure
Home Loan Trust 2002- HI1	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
		RFC/Master Servicer	Cure

Home Loan Trust 2002-HI2	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
Home Loan Trust 2002-HI3	Trustee		Cure
			RW & RWB
			IC
		RFMSII/Depositor	F/NM
Home Loan Trust 2002-HI4	Trustee		Other
		RFMSII/Depositor	
		RFC/Seller	
Home Loan Trust 2002-HI5	Trustee		Cure
			RW & RWB
			IC
		RFMSII/Depositor	F/NM
Home Loan Trust 2003-HI1	Trustee		Other
		RFMSII/Depositor	
		RFC/Seller	
Home Loan Trust 2003-HI2	Trustee		Cure
			RW & RWB
			IC
		RFMSII/Depositor	F/NM
Home Loan Trust 2004-HI1 (S)	Trustee		Other
		RFMSII/Depositor	
		RFC/Seller	
Home Loan Trust 2004-HI2 (S)	Trustee		Cure
			RW & RWB
			IC
		RFMSII/Depositor	F/NM
Home Loan Trust 2004-HI3 (S)			Other
			IC

	Trustee	RFMSII/Depositor	F/NM
		RFC/Seller	Other
		RFC/Master Servicer	Cure
Home Loan Trust 2005-HI1 (S)	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
		RFC/Master Servicer	Cure
Home Loan Trust 2005-HI2 (S)	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
		RFC/Master Servicer	Cure
Home Loan Trust 2005-HI3 (S)	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
		RFC/Master Servicer	Cure
Home Loan Trust 2006-HI1 (S)	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
		RFC/Master Servicer	Cure
Home Loan Trust 2006-HI2 (S)	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
		RFC/Master Servicer	Cure
Home Loan Trust 2006-HI3 (S)	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
		RFC/Master Servicer	Cure
Home Loan Trust 2006-HI4 (S)	Trustee		RW & RWB
			IC
		RFMSII/Depositor	F/NM
		RFC/Seller	Other
		RFC/Master Servicer	Cure
MacQuairie Mortgage Funding Trust 2007-1			RW & RWB
			IC
			F/NM

			Other
	Trustee	GMACM /Servicer	Cure
MAST Alternative Loans Trust 2003-7			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR 2002-3			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgage Trust 2003-2			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgage Trust 2003-7			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgage Trust 2004-1			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgage Trust 2004-2			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgage Trust 2004-3			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgages Trust 2003-4			RW & RWB
			IC
			F/NM
			Other
		GMACM/Seller	

	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgages Trust 2004-10			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgages Trust 2004-11			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgages Trust 2004-12			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgages Trust 2004-14			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgages Trust 2004-15			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgages Trust 2004-4			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgages Trust 2004-5			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgages Trust 2004-7			RW & RWB
			IC
			F/NM

			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgages Trust 2004-8			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgages Trust 2004-9			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgages Trust 2005-1			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgages Trust 2005-2			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgages Trust 2005-3			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgages Trust 2005-6			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgages Trust 2005-8			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Adjustable Rate Mortgages Truste 2004-6			RW & RWB
			IC
			F/NM

			Other
	Trustee	GMACM /Servicer	Cure
MASTR Alternative Loan Trust 2003-5			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Alternative Loan Trust 2003-6			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Alternative Loan Trust Mortgage Series 2003-4			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Alternative Loans Trust 2002-1			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Alternative Loans Trust 2002-2			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Alternative Loans Trust 2003-2			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Alternative Loans Trust 2003-3			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM /Servicer	Cure
MASTR Alternative Loans Trust 2005-2			RW & RWB
			IC
			F/NM
			Other

	Trustee	GMACM /Servicer	Cure
MASTR Alternative Loans Trust 2006-3			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
MASTR Asset Securitization Trust 2002-8			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
MASTR Asset Securitization Trust 2003-8			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
MLMI Series 2003-A2			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
MLMI Series 2003-A4			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
Nomura 2003-A3			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
Nomura 2004-AP1			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
Nomura 2004-AP2			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure

Nomura 2004-AR1			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
Nomura 2005-S1			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
Nomura Asset Acceptance Corp., 2003-A1			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Seller	Cure
		GMACM/Servicer	Cure
RAAC Series 2004-SP1 (S)			RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAAC Series 2004-SP2 (S)			RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAAC Series 2004-SP3 (S)			RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAAC Series 2005-RP2 (S)			RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAAC Series 2005-SP1 (S)			RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure

RAAC Series 2005-SP2 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAAC Series 2005-SP3 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAAC Series 2006-RP4 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAAC Series 2006-SP1 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAAC Series 2006-SP2 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAAC Series 2006-SP3 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
Residential Asset Acquisition Corp, Inc., NIM, 2006-RX1		RASC/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer RASC/Servicer	Cure
RAMP NIM 2005 NM2 Trust		RASC/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other

	Trustee	RFC/Master Servicer RASC/Servicer	Cure
RAMP NIM 2005 NM4 Trust	Trustee	RAMP/Depositor RFC/Seller RFC/Master Servicer RAMP/Servicer	RW & RWB
			IC
			F/NM
			Other
			Cure
RAMP NIM 2005 NM5 Trust	Trustee	RAMP/Depositor RFC/Seller RFC/Master Servicer RAMP/Servicer	RW & RWB
			IC
			F/NM
			Other
			Cure
RAMP NIM 2005 NS1 Trust	Trustee	RASC/Depositor RFC/Seller RFC/Master Servicer RASC/Servicer	RW & RWB
			IC
			F/NM
			Other
			Cure
RAMP Series 2001-RS1 Trust	Trustee	RAMP/Depositor RFC/Seller GMACM/Seller RFC/Master Servicer	RW & RWB
			IC
			F/NM
			Other
			Cure
RAMP Series 2001-RS2 Trust	Trustee	RAMP/Depositor RFC/Seller GMACM/Seller RFC/Master Servicer	RW & RWB
			IC
			F/NM
			Other
			Cure
RAMP Series 2001-RS3 Trust	Trustee	RAMP/Depositor RFC/Seller GMACM/Seller RFC/Master Servicer	RW & RWB
			IC
			F/NM
			Other
			Cure

RAMP Series 2002-RS1 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2002-RS2 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2002-RS3 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2002-RS4 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2002-RS5 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2002-RS6 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2002-RS7 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2002-RZ2 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure

RAMP Series 2002-RZ3 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2002-RZ4 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2002-SL1 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2003-RS1 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2003-RS10 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2003-RS11 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2003-RS2 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2003-RS3 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other

	Trustee	RFC/Master Servicer	Cure
RAMP Series 2003-RS4 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2003-RS5 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2003-RS6 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2003-RS7 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2003-RS8 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2003-RS9 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2003-RZ1 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2003-RZ2 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure

RAMP Series 2003-RZ3 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2003-RZ4 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2003-RZ5 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2003-SL1 Trust		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2004-KR1 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2004-KR2 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2004-RS1 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2004-RS10 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other

	Trustee	RFC/Master Servicer	Cure
RAMP Series 2004-RS11 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2004-RS12 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2004-RS2 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2004-RS3 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2004-RS4 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2004-RS5 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2004-RS6 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2004-RS7 (S)		RAMP/Depositor	RW & RWB
			IC
			F/NM

		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2004-RS8 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2004-RS9 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2004-RZ1 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2004-RZ2 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2004-RZ3 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2004-RZ4 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2005-RS1 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2005-RS2 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM

		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2005-RS3 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2005-RS4 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2005-RS5 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2005-RS6 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2005-RS7 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2005-RS8 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2005-RS9 (S)		RAMP/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2005-RZ1 (S)			RW & RWB
			IC

		RAMP/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2005-RZ2 (S)			RW & RWB
		RAMP/Depositor	IC
		RFC/Seller	F/NM
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2005-RZ3 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2005-RZ4 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2006-RS1 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2006-RS2 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2006-RS3 (S)			RW & RWB
		RAMP/Depositor	IC
		RFC/Seller	F/NM
		GMACM/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2006-RS4 (S)			RW & RWB
		RAMP/Depositor	IC
		RFC/Seller	F/NM
		GMACM/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2006-RS5 (S)			RW & RWB
		RAMP/Depositor	IC

		RFC/Seller	F/NM
		GMACM/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2006-RZ1 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2006-RZ2 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2006-RZ3 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP Series 2006-RZ4 (S)			RW & RWB
			IC
		RAMP/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RAMP 2004-RZ4W			RW & RWB
			IC
		RAMP/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RASC 2003-K10W			RW & RWB
			IC
		RASC/Depositor	F/NM
		RFC/Seller	Other
	Trustee	RFC/Master Servicer	Cure
RASC 2003-KS7W			RW & RWB
			IC
		RASC/Depositor	F/NM
		RFC/Seller	Other

	Trustee	RFC/Master Servicer RASC/Servicer	Cure
RASC NIM 2004-NT11 Trust		RASC/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer RASC/Servicer	Cure
RASC Series 1999-RS1 Trust		RASC/Depositor RFC/Seller GMACM/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RASC Series 2001-KS1 Trust		RASC/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RASC Series 2001-KS2 Trust		RASC/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RASC Series 2002-KS4 Trust		RASC/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RASC Series 2002-KS6 Trust		RASC/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RASC Series 2002-KS8 Trust		RASC/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RASC Series 2003-KS10			RW & RWB

Trust	Trustee	RASC/Depositor	IC
		RFC/Seller	F/NM
			Other
		RFC/Master Servicer	Cure
RASC Series 2003-KS11 Trust	Trustee	RASC/Depositor	RW & RWB
		RFC/Seller	IC
			F/NM
			Other
RASC Series 2003-KS2 Trust	Trustee	RFC/Master Servicer	Cure
		RASC/Depositor	RW & RWB
		RFC/Seller	IC
			F/NM
RASC Series 2003-KS3 Trust	Trustee		Other
		RFC/Master Servicer	Cure
		RASC/Depositor	RW & RWB
		RFC/Seller	IC
RASC Series 2003-KS4 Trust	Trustee		F/NM
		RFC/Master Servicer	Other
		RASC/Depositor	Cure
		RFC/Seller	RW & RWB
RASC Series 2003-KS5 Trust	Trustee		IC
		RFC/Master Servicer	F/NM
		RASC/Depositor	Other
		RFC/Seller	Cure
RASC Series 2003-KS6 Trust	Trustee		RW & RWB
		RFC/Master Servicer	IC
		RASC/Depositor	F/NM
		RFC/Seller	Other
RASC Series 2003-KS7 Trust	Trustee		Cure
		RFC/Master Servicer	RW & RWB
		RASC/Depositor	IC
		RFC/Seller	F/NM
RASC Series 2003-KS8 Trust	Trustee		Other
		RFC/Master Servicer	Cure
RASC Series 2003-KS8 Trust	Trustee		RW & RWB
		RASC/Depositor	IC

	Trustee	RFC/Seller	F/NM
			Other
		RFC/Master Servicer	Cure
RASC Series 2003-KS9 Trust		RASC/Depositor	RW & RWB
		RFC/Seller	IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RASC Series 2004-KS1 (S)		RASC/Depositor	RW & RWB
		RFC/Seller	IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RASC Series 2004-KS10 (S)		RASC/Depositor	RW & RWB
		RFC/Seller	IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RASC Series 2004-KS11 (S)		RASC/Depositor	RW & RWB
		RFC/Seller	IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RASC Series 2004-KS2 (S)		RASC/Depositor	RW & RWB
		RFC/Seller	IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RASC Series 2004-KS3 (S)		RASC/Depositor	RW & RWB
		RFC/Seller	IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RASC Series 2004-KS4 (S)		RASC/Depositor	RW & RWB
		RFC/Seller	IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RASC Series 2004-KS5 (S)		RASC/Depositor	RW & RWB
		RFC/Seller	IC
			F/NM

			Other
	Trustee	RFC/Master Servicer	Cure
RASC Series 2004-KS6 (S)		RASC/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RASC Series 2004-KS7 (S)		RASC/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RASC Series 2004-KS8 (S)		RASC/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RASC Series 2004-KS9 (S)		RASC/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
Residential Funding Mortgage Securities II, Series 2001 HS2 Trust		RFMSII/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
Residential Funding Mortgage Securities II, Series 2002 HS2 Trust		RFMSII/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
Residential Funding Mortgage Securities II, Series 2002-HS1 Trust		RFMSII/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
Residential Funding Mortgage Securities II, Series 2006 -HSA1 (S)		RFMSII/Depositor	RW & RWB
			IC
			F/NM

	Trustee	RFC/Seller	Other
		RFC/Master Servicer	Cure
Residential Funding Mortgage Securities II, Series 2006 -HSA1	Trustee	RFMSII/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2003-S10 Trust	Trustee	RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2003-S11 Trust	Trustee	RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2003-S12 Trust	Trustee	RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2003-S13 Trust	Trustee	RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2003-S14 Trust	Trustee	RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2003-S15 Trust	Trustee	RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2003-S16 Trust		RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other

	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2003-S17 Trust		RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2003-S18 Trust		RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2003-S19 Trust		RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2003-S20 Trust		RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2003-S4 Trust		RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2003-S6 Trust		RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2003-S7 Trust		RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2003-S9 Trust		RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure

RFMSI Series 2004-S1 (S)		RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2004-S2 (S)		RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2004-S3 (S)		RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2004-S4 Trust (S)		RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2004-S5 (S)		RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2004-S6 (S)		RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2004-SA1 (S)		RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFMSI Series 2004-SR1 Trust		RFMSI/Depositor RFC/Seller	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFSC Series 2001-RM2			RW & RWB

Trust			IC
			F/NM
		RAMP/Depositor	Other
	Trustee	RFC/Master Servicer	Cure
RFSC Series 2002-RP1 Trust			RW & RWB
			IC
			F/NM
		RAMP/Depositor	Other
	Trustee	RFC/Master Servicer	Cure
RFSC Series 2002-RP2 Trust			RW & RWB
			IC
			F/NM
		RAMP/Depositor	Other
	Trustee	RFC/Master Servicer	Cure
RFSC Series 2003-RP1 Trust			RW & RWB
			IC
			F/NM
		RAMP/Depositor	Other
	Trustee	RFC/Master Servicer	Cure
RFSC Series 2003-RP2 Trust			RW & RWB
			IC
			F/NM
		RAMP/Depositor	Other
	Trustee	RFC/Master Servicer	Cure
RFSC Series 2004-RP1 (S)			RW & RWB
			IC
			F/NM
		RAMP/Depositor	Other
	Trustee	RFC/Master Servicer	Cure
RFSC Series 2005-RP1 (S)			RW & RWB
			IC
			F/NM
		RAMP/Depositor	Other
	Trustee	RFC/Master Servicer	Cure
RFSC Series 2005-RP3 (S)			RW & RWB
			IC
			F/NM
		RAMP/Depositor	Other
	Trustee	RFC/Seller	Other
		RFC/Master Servicer	Cure
RFSC Series 2006-RP1 (S)			RW & RWB

		RAMP/Depositor RFC/Seller	IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFSC Series 2006-RP2 (S)		RAMP/Depositor RFC/Seller RFC/Master Servicer	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
RFSC Series 2006-RP3 (S)		RAMP/Depositor RFC/Seller RFC/Master Servicer	RW & RWB
			IC
			F/NM
			Other
	Trustee	RFC/Master Servicer	Cure
SASCO 1995-2		GMACM/Seller GMACM/Servicer	RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
SASCO 2001-9		GMACM/Seller GMACM/Servicer	RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
Structured Asset Mortgage Investments Inc. 2003-AR1		GMACM/Servicer	RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
Structured Asset Mortgage Investments Inc. 2005-AR1		GMACM/Servicer	RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
Structured Asset Mortgage Investments, Inc. 2004-AR6		GMACM/Servicer	RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
Structured Asset Securities 2002-4H			RW & RWB
			IC

			F/NM
		GMACM/Seller	Other
Structured Asset Securities Corp. 2001-8A	Trustee		
		GMACM/Servicer	Cure
			RW & RWB
			IC
			F/NM
Structured Asset Securities Corp. M/L 2002-9	Trustee		Other
		GMACM/Servicer	Cure
			RW & RWB
			IC
			F/NM
Terwin 2005-13SL	Trustee		Other
		GMACM/Servicer	Cure
		RFC/Servicer	
			RW & RWB
			IC
Terwin 2005-9HGS	Trustee		F/NM
			Other
		GMACM/ Master Servicer	Cure
			RW & RWB
			IC
Terwin 2006-2HGS	Trustee		F/NM
			Other
		GMACM/Master Servicer & Backup Servicer	Cure
			RW & RWB
			IC
Terwin 2006-4SL	Trustee		F/NM
			Other
		GMACM/Master Servicer & Backup Servicer	Cure
			RW & RWB
			IC

	Trustee	GMACM/Master Servicer & Backup Servicer	Cure
Terwin 2006-6	Trustee		RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Master Servicer & Backup Servicer	Cure
Terwin 2006-HF-1	Trustee		RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Master Servicer & Backup Servicer	Cure
Truman 2004-1	Trustee		RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
Truman 2005-1	Trustee		RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
Truman 2006-1	Trustee		RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
MASTR SPEC LN TR 2004-2	Trustee		RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Servicer	Cure
MASTR SPEC LN TR 2005-2			RW & RWB
			IC

			F/NM
			Other
	Trustee	GMACM/Service	Cure
MASTR SPEC LN TR 2005-3	Trustee	GMACM/Service	RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Service	Cure
MASTR SEC TR 2003-2	Trustee	GMACM/Service	RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Service	Cure
MASTR SEC TR 2003-3	Trustee	GMACM/Service	RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Service	Cure
MASTR SEC TR 2003-4	Trustee	GMACM/Seller GMACM/Service	RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Service	Cure
SMSC 1992-02	Trustee	GMACM/Service	RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Service	Cure
SMSC 1992-03	Trustee	GMACM/Service	RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Service	Cure
SMSC 1992-04	Trustee	GMACM/Service	RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Service	Cure
SMSC 1992-06	Trustee	GMACM/Service	RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Service	Cure

SMSC 1994-02			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Service	Cure
RMSC 1991-16			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Service	Cure
RMSC 1991-15			RW & RWB
			IC
			F/NM
			Other
	Trustee	GMACM/Service	Cure

Schedule B

RMBS TRUSTS INSURED BY MONOLINE INSURERS
GMACM 2001-HLTV1
GMACM Home Loan Trust 2001-HE2
GMACM Home Loan Trust 2001-HE3
GMACM Home Loan Trust 2001-HLTV2
GMACM Mortgage Loan Trust 2004-J2
GMACM Home Equity Loan Trust 2006-HE1
GMACM Home Equity Loan Trust 2006-HE2
GMACM Home Equity Loan Trust 2006-HE3
GMACM Home Equity Loan Trust 2006-HE5
GMACM Home Equity Loan Trust 2007-HE2
GMACM Home Loan Trust 2002-HLTV1
GMACM Home Loan Trust 2004-HLTV1
GMACM Home Loan Trust 2006-HLTV1
GMACM Mortgage Loan Trust 2003-GH1
GMACM Mortgage Loan Trust 2004-J1
RAMP Series 2001-RS1 Trust
RAMP Series 2001-RS3 Trust
RAMP Series 2002-RS2 Trust
RAMP Series 2002-RS4 Trust
RAMP Series 2002-RS5 Trust
RAMP Series 2004-RS7
RAMP Series 2004-RS9
RASC Series 2001-KS1 Trust
Home Loan Trust 1999-HI1
RASC Series 1999-RS1 Trust
Home Loan Trust 1999-HI4
Home Loan Trust 2002-HI3
Home Loan Trust 2002-HI4
Home Equity Loan Trust 2003-HS1
Home Equity Loan Trust 2003-HS2
Home Equity Loan Trust 2003-HS3
Home Equity Loan Trust 2003-HS4
Home Loan Trust 1999-HI6
Home Loan Trust 1999-HI8
Home Loan Trust 2000-HI3
Home Loan Trust 2000-HI1
Home Loan Trust 2000-HI2
Home Loan Trust 2000-HI4
Home Loan Trust 2000-HI5
Home Loan Trust 2000-HL1
Home Loan Trust 2001-HI1
Home Loan Trust 2001-HI2
Home Loan Trust 2001-HI3

Home Loan Trust 2001-HI4
Home Loan Trust 2004-HI3
Home Loan Trust 2005-HI1
Residential Funding Mortgage Securities II, Series 2001 HS2
Home Equity Loan Trust 2001-HS3
Home Loan Trust 2002-HI1
Home Equity Loan Trust 2002-HS3
Home Equity Loan Trust 2004-HS1
Home Equity Loan Trust 2004-HS2
Home Equity Loan Trust 2004-HS3
Home Equity Loan Trust 2005-HS1
Home Equity Loan Trust 2005-HS2
Home Loan Trust 2004-HI2
Home Loan Trust 2006-HI2
Home Loan Trust 2006-HI3
Home Loan Trust 2006-HI4
Residential Funding Mortgage Securities II, Series 2006 -HSA1
Home Equity Loan Trust 2006-HSA2
Home Equity Loan Trust 2006-HSA3
Home Equity Loan Trust 2006-HSA4
Home Equity Loan Trust 2006-HSA5
RFSC Series 2002-RP2 Trust
RAMP Series 2002-RS1 Trust
RAMP Series 2002-RS6 Trust
RAMP Series 2002-RS7 Trust
RAMP Series 2002-RZ4 Trust
RFSC Series 2003-RP1 Trust
RFSC Series 2003-RP2 Trust
RAMP Series 2003-RS1 Trust
RAMP Series 2003-RS11 Trust
RAMP Series 2003-RS2 Trust
RAMP Series 2003-RS3 Trust
RAMP Series 2003-RS4 Trust
RAMP Series 2003-RS5 Trust
RAMP Series 2003-RS6 Trust
RAMP Series 2003-RS7 Trust
RAMP Series 2003-RS8 Trust
RAMP Series 2003-RS9 Trust
RAMP Series 2003-RZ1 Trust
RAMP Series 2003-RZ2 Trust
RAMP Series 2003-RZ3 Trust
RAMP Series 2003-RZ4 Trust
RAMP Series 2003-RZ5 Trust
RAMP Series 2004-RS1

RAMP Series 2004-RS5
RAMP Series 2005-RS9
RAMP Series 2004-RZ2
RAMP Series 2006-RS3
RASC Series 2002-KS4 Trust
RASC Series 2002-KS6 Trust
RASC Series 2002-KS8 Trust
RASC Series 2003-KS2 Trust
RASC Series 2003-KS3 Trust
RASC Series 2003-KS4 Trust
RASC Series 2003-KS5 Trust
RASC Series 2003-KS6 Trust
RASC Series 2003-KS7 Trust
RASC Series 2003-KS8 Trust
RASC Series 2003-KS9 Trust
RASC Series 2004-KS1
RASC Series 2004-KS2
RASC Series 2004-KS3
RASC Series 2004-KS4
RASC Series 2004-KS5
RASC Series 2004-KS6
RASC Series 2004-KS7
RASC Series 2004-KS9
Home Equity Loan Trust 2005-HSA1